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Special Counsel to Debtor U.D. Dissolution Corp.
fka V3 Systems, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re UD DISSOLUTION CORP. Debtor.	CASE NO. 14-32546 (Chapter 11) Judge: Joel T. Marker
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**EXPARTE APPLICATION TO WITHDRAW AS SPECIAL COUNSEL
TO U.D. DISSOLUTION CORP (WITH CLIENT CONSENT)**

Pursuant to Local Rule 2091-1(b)(1), Jones Waldo Holbrook & McDonough PC (“**Jones Waldo**”) hereby moves this Court, *ex parte*, for an order authorizing Jones Waldo to withdraw as Special Counsel to Debtor U.D. Dissolution Corp (“**Debtor**”) in the above captioned case (the “**Case**”). As part of this application, Jones Waldo represents as follow:

1. Debtor, on the one hand, and Jones Waldo, on the other hand, have mutually agreed that Jones Waldo will withdraw as Debtor’s Special Counsel of record in the Case. Jones Waldo was appointed by the Court as Special Counsel in this matter concerning certain defined tasks by Order entered February 17, 2015 (Dkt. No. 36).

2. Since the Petition date, Debtor has been represented generally in the Case by Blake D. Miller and Deborah Chandler of Miller Toone, LLC. Miller Toone continues to represent the Debtor in the Case.

3. The Debtor's names, address and telephone number are as follows:

U.D. DISSOLUTION CORP
299 South Main Street, Suite 1300
Salt Lake City, Utah 84111
Telephone: (917)319-1439

U.D. DISSOLUTION CORP, Debtor
c/o Blake D. Miller, Esq.
MILLER TOONE, LLC
165 South Regent Street
Salt Lake City, Utah 84111
Telephone: (801)363-5600

4. Local Rule 2091-1(b)(1) applies to attorney withdrawals when there is no pending hearings or trial before the Court. At the present time, a hearing on the sufficiency of the Debtor's proposed Disclosure Statement is set before the Court on May 7, 2015. However, prosecution of approval of the Disclosure Statement is not within the parameters of Jones Waldo's Special Counsel appointment and will be handled by Miller Toone. Consequently, there are no pending trials or hearings in the Case for which Jones Waldo has any role or responsibility.

5. Local Rule 2091-1(b)(1) provides, in relevant part, that "[i]f the withdrawing attorney has obtained the written consent of the client . . . the papers [for withdrawal] may be presented to the Court ex parte." Local Rule 2091-1(b)(1). The written consent of the client "must clearly advise the client of the requirements of subsection (e) of this rule and must be filed with the application in a separate proposed written order." Local Rule 2091-1(b)(1).

6. Subsection (e) of Local Rule 2091-1 requires client, to, within 21 days of an attorney's withdrawal, retain an attorney to represent the client and have the attorney file a notice of appearance or the client must file a notice of his or her decision to appear without an attorney. *See Local Rule 2091-1(e). "If the client is proceeding without an attorney, the notice must provide his or her address, telephone number, and email address, if one is available."* Local Rule 2091-1(e).

7. The Debtor's written consent to Jones Waldo's withdrawal as its Special Counsel in the case is set forth immediately below in a form satisfying the requirements of Local Rule 2091-1(b)(1). In addition, with respect to the requirements of Local Rule 2091-1 and with respect to continued representation in the case, Miller Toone remains as Debtor's counsel in the main Case.

8. A separate proposed written order authorizing Jones Waldo's withdrawal is respectfully submitted herewith, pursuant to the requirements of Local Rule 2091-1(b)(1).

9. Jones Waldo has not yet made a fee application to this Court and this withdrawal should be without prejudice to its right to do so.

WHEREFORE, Jones Waldo respectfully requests that this Court grant its exparte application for an order allowing Jones Waldo to withdraw as Special Counsel for Debtor in the case.

DATED this 22d day of April, 2015.

JONES WALDO HOLBROOK & MCDONOUGH PC

By: s/Jeffrey W. Shields
Jeffrey W. Shields
Special Counsel to UD Dissolution Corp.

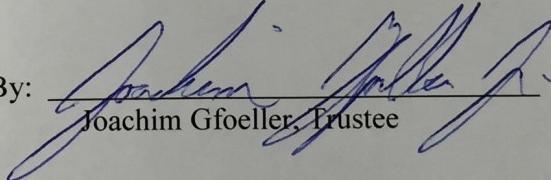
CLIENT'S CONSENT TO WITHDRAW

Debtor, by and through one of its authorized trustees, Joachim Gfoeller, hereby gives its written consent to the withdrawal of Jones Waldo Holbrook & McDonough PC ("Jones Waldo") as Debtor's Special Counsel in the above captioned case. Debtor is aware that within 21 days of the date Jones Waldo ceases to act as our attorney, an attorney representing us must file a notice of appearance in this case, or we must file a notice of our decision to appear without an attorney. If we are proceeding without an attorney, the notice must provide our address, telephone number, and email address, if one is available. We understand that if we fail to file such an appearance, there is a possibility of sanctions against us from the Court.

Debtor anticipates the continued representation of Miller Toone, LLC in this matter.

DATED this ____ day of April, 2015

U.D. DISSOLUTION CORP

By: 
Joachim Gfoeller, Trustee

CERTIFICATE OF SERVICE

I hereby certify that on April 22, 2015, I electronically filed the foregoing **EXPARTE APPLICATION TO WITHDRAW AS SPECIAL COUNSEL FOR U.D. DISSOLUTION CORP (WITH CLIENT CONSENT)** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case as identified below, are registered CM/ECF users and will be served through the CM/ECF system:

Matthew M. Boley mmb@pkhlawyers.com, jh@pkhlawyers.com
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Peter Billings pbillings@fabianlaw.com
Douglas Payne dpayne@fabianlaw.com

BY U.S. MAIL:

I further certify that on April 22, 2015, a true and correct copy of this document was served via U.S. Mail, postage prepaid, addressed as follows:

U.D. DISSOLUTION CORP, Debtor
299 South Main Street, Suite 1300
Salt Lake City, Utah 84111

/s/ Jeffrey W. Shields